

# **Register of ASX Listing Rule Waivers**

1 to 15 May 2010

The purpose of this register is to record when ASX has exercised its discretion and granted a waiver from the ASX Listing rules. Waivers are published bi-monthly and include information such as:

- Organisation
- Rule Number
- Decision Details
- Basis for Decision

For all product enquiries, please contact:

- Customer Service Centre on 131 279



Rule Number	2.1 condition 3
Date	11/05/2010
ASX Code	TRP
Listed Company	TORRENS SERIES 2010-1 TRUST
Waiver Number	WLC100162-001
Decision	ASX grants the Issuer a waiver from condition 3 of listing rule 2.1 to the extent necessary that the Issuer's securities need not satisfy CHESS requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.
Basis For Decision	Underlying Policy CHESS requirements relating to an entity's securities must be satisfied, except in jurisdiction where entity's securities cannot be CHESS approved - supports integrity of ASX market.  Present Application Securities of entity to be settled outside of CHESS - waiver granted on condition that ASX is satisfied with the settlement arrangements
	that exist in relation to the Notes to be quoted on ASX.



Rule Number	3.10.5
Date	11/05/2010
ASX Code	TRP
Listed Company	TORRENS SERIES 2010-1 TRUST
Waiver Number	WLC100162-002
Decision	ASX grants the Issuer a waiver from listing rule 3.10.5 to the extent necessary to permit the Issuer, in respect of an issue of Notes that are not to be quoted on ASX, to tell ASX but need not lodge an Appendix 3B.
Basis For Decision	Underlying Policy Entity must tell ASX of issue of securities - if issue is not a bonus issue or pro rata issue entity must give ASX an Appendix 3B - entity must tell ASX if any securities are restricted securities or subject to voluntary escrow - maintains informed market.  Present Application With respect to an issue of Notes not quoted on ASX entity must tell ASX but does not have to lodge Appendix 3B - entity must notify ASX of an issue of Notes quoted on ASX and lodge Appendix 3B - maintains informed market.



Rule Number	3.20.2
Date	7/05/2010
ASX Code	TSI
Listed Company	TRANSFIELD SERVICES INFRASTRUCTURE FUND
Waiver Number	WLC100163-001
Decision	ASX Limited ("ASX") grants Transfield Services Infrastructure Fund (the "Fund") a waiver from the following listing rules to the extent necessary to permit the Fund to undertake a capital raising to raise approximately \$100 million by way of an institutional placement (the "Placement") and an accelerated non-renounceable entitlement offer of stapled securities (the "Entitlement Offer"), without security holder approval and according to the timetable submitted to ASX.  1. Listing rules 3.20.2 and 7.40 to permit the record date for the Entitlement Offer not to be 7 business days after the announcement of the Entitlement Offer but in accordance with a timetable submitted by the Fund, on the condition that the record date for the Entitlement Offer is no earlier than the fourth business day after the date the trading halt for the Entitlement Offer commences, including that date, provided that the trading halt commences before the open of trading on that day, and all other aspects of the timetable for the Entitlement Offer are acceptable to ASX.  2. In resolution 1, the Fund may ignore changes in security holdings which occur after the announcement of the trading halt in the Fund's securities (other than registrations of transactions which were effected through ITS before the announcement).  3. In respect of security holdings registered in the name of a nominee the following will apply.  3.1. The nominee shall be treated as a separate security holder in respect of securities held for persons other than Institutional Securityholders (and accordingly, may receive both Institutional Securityholders (and accordingly, may receive both Institutional Entitlement Offers in respect of securities held as nominee for Institutional Entitlement Offers will be treated as being made to the nominee, even where made directly to the Institutional Securityholder for whom it holds.
Basis For Decision	Underlying Policy Entity must give ASX at least seven business days notice of record date and must comply with Appendix 3A timetable - maintains orderly market.
	Present Application Accelerated non-renounceable entitlement offer - functionally equivalent to non-renounceable pro rata offer - in-principle waiver granted on condition the timetable is acceptable to ASX.



Rule Number	3.20.2
Date	10/05/2010
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ASX Code	TCL
Listed Company	TRANSURBAN GROUP
Waiver Number	WLC100167-001
Decision	Based solely on the information provided, ASX Limited ("ASX") grants Transurban Group (the "Group") waivers from the following listing rules to the extent necessary to permit the Group to undertake a capital raising of approximately \$500 million by way of an accelerated pro rata renounceable rights offer of stapled securities with dual bookbuilds ("Rights Offer"), without security holder approval and according to the timetable submitted to ASX.  1. Listing rules 3.20.2 and 7.40 to permit the record date for the Rights Offer not to be 7 business days after the announcement of the Rights Offer (the "Record Date") but in accordance with the timetable provided by the Group to ASX, on the following conditions:  1.1. The Record Date must be no earlier than the fourth business day after the date after the date the Rights Offer is announced including that date, provided that the announcement is made before the commencement of trading.  1.2. All other aspects of the timetable for the Rights Offer are acceptable to ASX.
Basis For Decision	Underlying Policy Entity must give ASX at least seven business days notice of record date and must comply with Appendix 3A timetable - maintains orderly market.
	Present Application Accelerated renounceable entitlement offer - functionally equivalent to renounceable pro rata offer - waiver granted on condition the timetable is acceptable to ASX.



Rule Number	4.10.20(a)
Date	12/05/2010
ASX Code	WHF
Listed Company	WHITEFIELD LIMITED
Waiver Number	WLC100165-001
Decision	Based solely on the information provided, ASX Limited ("ASX") grants Whitefield Limited (the "Company") a waiver from listing rule 4.10.20(a) to the extent necessary to permit the Company's 2010 Annual Report to contain the information required by this rule as at the Company's balance date.
Basis For Decision	Underlying Policy Annual report of investment entity must contain a list of all investments held by entity and its child entities - information useful to investors.  Present Application Information to be provided as at entity's balance date, rather than at a date that is no more than 6 weeks before the report is sent to holders - annual report provides a snapshot of the entity as at the balance date - useful information still presented in a timely manner - waiver granted.



Rule Number	6.24
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Date	10/05/2010
ASX Code	QST
Listed Company	QUEST INVESTMENTS LIMITED
Waiver Number	WLC100160-001
Decision	Based solely on the information provided, ASX Limited ("ASX") grants Quest Investments Limited (the "Company") a waiver from listing rule 6.24 to the extent necessary to permit the Company not to send the notices required by paragraph 6.1 of Appendix 6A, in relation to 44,661,716 quoted options exercisable at 20 cents each on or before 30 June 2010 ("the QSTOA Options"), on the following conditions:  1. The information required by paragraph 6.1 of Appendix 6A is provided to the Company Announcements Office by no later than 1 June 2010, together with a statement that an option expiry notice will not be sent to option holders.  2. If the market price of the Company's ordinary shares exceeds 15 cents before 1 June 2010, the Company immediately sends an option expiry notice to QSTOA Option holders.
Basis For Decision	Underlying Policy Entity must send notice to holder of quoted options at least 20 business days before conversion or expiry date of options - provides option holder with basis for informed decision to exercise option.  Present Application Likelihood of option holders exercising options too remote to justify
	cost of sending notices - waiver granted on condition that notice will be sent if substantial increase in trading price of securities.



Rule Number	6.24
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Date	12/05/2010
ASX Code	RMS
Listed Company	RAMELIUS RESOURCES LIMITED
Waiver Number	WLC100161-001
Decision	Based solely on the information provided, ASX Limited ("ASX") grants Ramelius Resources Limited (the "Company") a waiver from listing rule 6.24 to the extent necessary to permit the Company not to send the notices required by paragraph 6.1 of Appendix 6A, in relation to 18,452,620 quoted options exercisable at \$1.50 each on or before 30 June 2010 ("the RMSOC Options"), on the following conditions:  1. The information required by paragraph 6.1 of Appendix 6A is provided to the Company Announcements Office by no later than 14 May 2010, together with a statement that an option expiry notice will not be sent to option holders.  2. If the market price of the Company's ordinary shares exceeds \$1.125 before 1 June 2010, the Company immediately sends an option expiry notice to RMSOC Option holders.
Basis For Decision	Underlying Policy Entity must send notice to holder of quoted options at least 20 business days before conversion or expiry date of options - provides option holder with basis for informed decision to exercise option.
	Present Application Likelihood of option holders exercising options too remote to justify cost of sending notices - waiver granted on condition that notice will be sent if substantial increase in trading price of securities.



Rule Number	7.1
Date	14/05/2010
ASX Code	нтс
Listed Company	HOSTECH LIMITED
Waiver Number	WLC100166-001
Decision	Based solely on the information provided, ASX Limited ("ASX") grants Hostech Limited (the "Company") a waiver from listing rules 7.1 and 10.11 to the extent necessary to permit the Company to issue shares under a share purchase plan ("SPP") in accordance with Australian Securities and Investments Commission ("ASIC") Class Order 09/425 pursuant to which each shareholder (including related parties) will be offered \$15,000 worth of shares on the following conditions.  1. The issue price of the shares offered under the SPP will be at least 80% of the Company's average share price over the last 5 trading days before the day on which the issue was made under the SPP.  2. The number of shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue.
Basis For Decision	Underlying Policy Dilution of holdings-approval of existing security holders required where further issues of securities will significantly dilute their holdings-practical operation is to provide greater protection to smaller holders against dilution-limit on securities that may be issued without security holder approval fixed at 15% of the securities on issue 12 months earlier.  Present Application ASIC Class Order 09/425 contemplates issue of not more than \$15,000 worth of securities under a SPP without a prospectus - all shareholders able to participate on equal terms - the offer under the SPP is not less than 80% of the average market price for securities in that class - within exception 15 of the listing rule 7.2 - overall cap of 30% of issued capital must still be observed to limit dilution.



Rule Number	7.1
Date	3/05/2010
ASX Code	PNX
Listed Company	PHOENIX COPPER LIMITED
Waiver Number	WLC100159-001
Decision	Based solely on the information provided, ASX Limited ("ASX") grants Phoenix Copper Limited (the "Company") a waiver from listing rules 7.1 and 10.11 to the extent necessary to permit the Company, without obtaining shareholder approval, to issue up to \$15,000 worth of shares to each shareholder, including related parties, who subscribe under a share purchase plan in accordance with ASIC Class Order 09/425 (the "Plan"), on the following conditions.  1. The number of securities to be issued under the Plan is not greater than 30% of the number of fully paid ordinary securities already on issue; and  2. The issue price of the securities will be at least 80% of the average market price for shares for the last 5 days on which sales in the shares is recorded, either before the day on which the issue was announced or before the day on which the issue was made.
Basis For Decision	Underlying Policy Dilution of holdings - approval of existing security holders required where further issues of securities will significantly dilute their holdings - practical operation is to provide greater protection to smaller holders against dilution - limit on securities that may be issued without security holder approval fixed at 15% of the securities on issue 12 months earlier.  Present Application ASIC Class Order 09/425 contemplates issue of not more than \$15,000 worth of securities under a share purchase plan without a prospectus - all securityholders able to participate on equal terms - Company's proposed SPP within spirit of exception 15 of listing rule 7.2 - pricing of SPP in accordance with exception 15 of listing rule 7.2, no lower than 80% of the Company's average market price over the last 5 trading days before the day on which the issue is announced or made under the SPP.



Dula Numbar	7.4
Rule Number	7.1
Date	7/05/2010
ASX Code	TSI
Listed Company	TRANSFIELD SERVICES INFRASTRUCTURE FUND
Waiver Number	WLC100163-003
Decision	ASX Limited ("ASX") grants Transfield Services Infrastructure Fund (the "Fund") a waiver from the following listing rules to the extent necessary to permit the Fund to undertake a capital raising to raise approximately \$100 million by way of an institutional placement (the "Placement") and an accelerated non-renounceable entitlement offer of stapled securities (the "Entitlement Offer"), without security holder approval and according to the timetable submitted to ASX.  1. Listing rules 7.1 and 10.11 to the extent necessary to permit the Fund to conduct the Entitlement Offer without security holder approval, on condition that the Entitlement Offer complies with the following.  1.1. On or before the record date, security holders who are believed by the Fund or the underwriters to the Entitlement Offer to be persons to whom offers of securities may be made without a prospectus or product disclosure statement in accordance with Part 6D.2 and Part 7.9 of the Corporations Act 2001 ("Institutional Securityholder") may be invited by the Fund to subscribe for a number of securities equal to their pro rata allocation of the Entitlement Offer ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.  1.2. Entitlements not taken up by Institutional Securityholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to investors excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") are offered to other Institutional Bookbuild").  1.3. Institutional Securityholders and Foreign Excluded Investors who are not securily holders as at the record date (Institutional Entitlement Offer and Foreign Excluded Investors who sell down their holdings before the record date have their pro rata allocations reduced accordingly.  1.4. All security holders, other than security holders who receive an offer in the Institutional Entitlement Offer").  1.5. Securities are offered a number of secu

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the fully underwritten component(s) of the Entitlement Offer, subject to the following conditions. (a) The number of securities to be issued under the Placement is not greater than 30% of the Company's currently issued capital. (b) The Placement is to be included in variable "C" in the formula under listing rule 7.1, until it is ratified by security holders. (c) In the event that the Entitlement Offer does not proceed, the Fund's 15% placement capacity under listing rule 7.1 will be diminished by that number of Placement securities that exceeded the Fund's 15% placement capacity under listing rule 7.1 at the time of the issue of the Placement securities. **Basis For Decision** Underlying Policy Dilution of holdings - approval of existing security holders required where further issues of securities will significantly dilute their holdings - practical operation is to provide greater protection to smaller holders against dilution - limit on securities that may be issued without security holder approval fixed at 15% of the securities on issue 12 months earlier. Present Application Entitlement Offer Accelerated entitlement offer - functionally equivalent to non-renounceable pro rata offer - first round offer to institutional holders - second round offer to retail holders - all offers at the same price. Placement Entity proposing to make a placement under listing rule 7.1 based on calculation of capacity that includes securities yet to be issued under fully underwritten accelerated entitlement offer which is functionally equivalent to a pro rata offer - placement will occur simultaneously with institutional component of entitlement offer - entitlement offer fully underwritten and will proceed as a matter of commercial certainty - effectively a timing waiver that permits entity to draw on the future issuing capacity under listing rule 7.1 that will be created by the entitlement offer before the entitlement offer has actually been completed - condition of waiver that number of equity securities issued under the placement is not greater than 30% of the entity's currently issued capital.



## **Register of ASX Listing Rule Waivers**

### **Basis For Decision**

**Underlying Policy** 

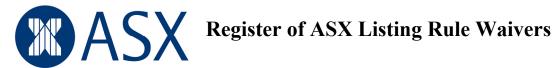
Dilution of holdings - approval of existing security holders required where further issues of securities will significantly dilute their holdings - practical operation is to provide greater protection to smaller holders against dilution - limit on securities that may be issued without security holder approval fixed at 15% of the securities on issue 12 months earlier.

**Present Application** 

Accelerated renounceable entitlement offer - functionally equivalent to renounceable pro rata offer - first round offer to institutions - second round offer to other security holders - all offers at the same price and ratio - sale of entitlements not taken up completed by bookbuild with any premium distributed to non-participating security holders.



Rule Number	7.3.2
Date	10/05/2010
ASX Code	VIR
Listed Company	VIRIDIS CLEAN ENERGY GROUP
Waiver Number	WLC100164-001
Decision  Basis For Decision	Based solely on the information provided, ASX Limited ("ASX") grants Viridis Clean Energy Group (the "Group") a waiver from listing rule 7.3.2 to the extent necessary to permit the supplementary notice of meeting seeking security holders' approval for the issue of up to 34,331,050 options with a 12 month term from the time of issue and an exercise price equal to the 30 day volume weighted average price of Group securities ending immediately prior to the issue of the options, to Investec Bank (Australia) Limited and Royal Bank of Scotland (the "Lenders") in equal proportions, as condition precedent for the drawdown of the facility to fund the Group's UK LFG capital injection, to state that the options will be issued later than 3 months after the date of the security holders' meeting, on the following conditions.  1. The options are issued by no later than 1 October 2010.  2. The supplementary notice of meeting must set out the relevant terms of the option agreements between Viridis Investment Management Limited and the Lenders including any relevant conditions; and  3. The terms of this waiver are released to the market no later than the time that the supplementary notice of meeting is released.  Underlying Policy Notice of meeting requirement - approval of an issue of securities for listing rule 7.1 purposes - statement that securities will be issued



Rule Number	7.40
Date	7/05/2010
ASX Code	TSI
Listed Company	TRANSFIELD SERVICES INFRASTRUCTURE FUND
Waiver Number	WLC100163-002
Decision	ASX Limited ("ASX") grants Transfield Services Infrastructure Fund (the "Fund") a waiver from the following listing rules to the extent necessary to permit the Fund to undertake a capital raising to raise approximately \$100 million by way of an institutional placement (the "Placement") and an accelerated non-renounceable entitlement offer of stapled securities (the "Entitlement Offer"), without security holder approval and according to the timetable submitted to ASX.  1. Listing rules 3.20.2 and 7.40 to permit the record date for the Entitlement Offer not to be 7 business days after the announcement of the Entitlement Offer but in accordance with a timetable submitted by the Fund, on the condition that the record date for the Entitlement Offer is no earlier than the fourth business day after the date the trading halt for the Entitlement Offer commences, including that date, provided that the trading halt commences before the open of trading on that day, and all other aspects of the timetable for the Entitlement Offer are acceptable to ASX.  2. In resolution 1, the Fund may ignore changes in security holdings which occur after the announcement of the trading halt in the Fund's securities (other than registrations of transactions which were effected through ITS before the announcement).  3. In respect of security holdings registered in the name of a nominee the following will apply.  3.1. The nominee shall be treated as a separate security holder in respect of securities held for each of one or more Institutional Securityholders (and accordingly, may receive both Institutional Securityholders (and accordingly, may receive both Institutional Entitlement Offers in respect of securities held as nominee for Institutional Entitlement Offers will be treated as being made to the nominee, even where made directly to the Institutional Securityholder for whom it holds.
Basis For Decision	Underlying Policy Prescribes timetable for various corporate actions including pro rata issue (Appendix 7A, paragraph 3) - maintains orderly market.  Present Application
	Present Application Accelerated entitlement offer - functionally equivalent to renounceable pro rata offer - first round offer to institutional holders - second round offer to retail holders - all offers at the same price.



Rule Number	7.40
Date	10/05/2010
ASX Code	TCL
Listed Company	TRANSURBAN GROUP
Waiver Number	WLC100167-002
Decision	Based solely on the information provided, ASX Limited ("ASX") grants Transurban Group (the "Group") waivers from the following listing rules to the extent necessary to permit the Group to undertake a capital raising of approximately \$500 million by way of an accelerated pro rata renounceable rights offer of stapled securities with dual bookbuilds ("Rights Offer"), without security holder approval and according to the timetable submitted to ASX.  1. Listing rules 3.20.2 and 7.40 to permit the record date for the Rights Offer not to be 7 business days after the announcement of the Rights Offer (the "Record Date") but in accordance with the timetable provided by the Group to ASX, on the following conditions:  1.1. The Record Date must be no earlier than the fourth business day after the date after the date the Rights Offer is announced including that date, provided that the announcement is made before the commencement of trading.  1.2. All other aspects of the timetable for the Rights Offer are acceptable to ASX.
Basis For Decision	Underlying Policy Prescribes timetable for various corporate actions including pro rata issue (Appendix 7A, paragraph 3) - maintains orderly market.  Present Application Accelerated renounceable entitlement offer - functionally equivalent to renounceable pro rata offer - waiver granted on condition the timetable is acceptable to ASX.



Rule Number	8.2
Date	11/05/2010
ASX Code	TRP
Listed Company	TORRENS SERIES 2010-1 TRUST
Waiver Number	WLC100162-004
Decision	ASX grants the Issuer a waiver from listing rule 8.2 to the extent necessary that the Issuer need not provide an issuer sponsored subregister as long as the waiver to listing rule 2.1, condition 3 operates.
Basis For Decision	Underlying Policy Entity to provide issuer sponsored subregister for securities except where listing rule 8.2.1 allows for certificated subregister - supports ASX market.
	Present Application Companion waiver to listing rule 2.1 condition 3.



Rule Number	8.10
Date	11/05/2010
ASX Code	TRP
Listed Company	TORRENS SERIES 2010-1 TRUST
Waiver Number	WLC100162-005
Decision	ASX grants the Issuer a waiver from listing rule 8.10 to the extent necessary to allow the Issuer to refuse to register transfers of Notes:  1. from the date which is 3 business days before each distribution date in relation to the Notes; or  2. if in contravention of clause 5.12(b) of the Series Supplement, on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.
Basis For Decision	Underlying Policy Entity must not interfere with transfer document relating to quoted securities -protects integrity of ASX market.  Present Application Entity required to close register of a series of Notes from the close of business 3 business days prior to each distribution date and maturity date - enables register to be up to date on distribution date and maturity date for that series of Notes - common arrangements for these types of securities.



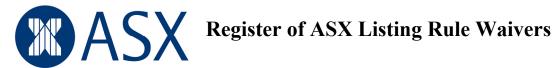
Rule Number	8.21
Date	11/05/2010
ASX Code	TRP
Listed Company	TORRENS SERIES 2010-1 TRUST
Waiver Number	WLC100162-006
Decision	ASX grants the Issuer a waiver from listing rule 8.21 to the extent that the Issuer need not do the following.  1. In respect of transactions that are settled outside of CHESS, mark transfer forms as required by Appendix 8A.  2. In respect of transactions that are settled within the Clearstream, Euroclear and Austraclear system, send confirmation of a change of address to a security holder at the holder's old address.
Basis For Decision	Underlying Policy Entity must comply with Appendix 8A - time limits for CHESS requirements - maintains orderly market - supports ASTC Settlement Rules - supports integrity of ASX market.  Present Application Transaction in entity's securities settled outside CHESS - institutional nature of the likely holders - waiver granted to the extent that transactions are settled outside CHESS.



Rule Number	10.11
Date	14/05/2010
ASX Code	HTC
Listed Company	HOSTECH LIMITED
Waiver Number	WLC100166-002
Decision	Based solely on the information provided, ASX Limited ("ASX") grants Hostech Limited (the "Company") a waiver from listing rules 7.1 and 10.11 to the extent necessary to permit the Company to issue shares under a share purchase plan ("SPP") in accordance with Australian Securities and Investments Commission ("ASIC") Class Order 09/425 pursuant to which each shareholder (including related parties) will be offered \$15,000 worth of shares on the following conditions.  1. The issue price of the shares offered under the SPP will be at least 80% of the Company's average share price over the last 5 trading days before the day on which the issue was made under the SPP.  2. The number of shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue.
Basis For Decision	Underlying Policy Requirement to obtain approval of security holders to an issue of securities to related parties - directed at preventing related parties obtaining securities on advantageous terms and increasing their holding proportionate to other holdings - only un-associated security holders' votes are counted - protect security holders' interests by supplementing the related party provisions of the Corporations Act (and whatever related party provisions apply to foreign entities).  Present Application ASIC Class Order 09/425 contemplates issue of not more than \$15,000 worth of securities under a SPP without a prospectus - all shareholders able to participate on equal terms- the offer under the SPP is not less than 80% of the average market price for securities in that class - within exception 8 of the listing rule 10.12 - within spirit of exception to allow related party participation - overall cap of 30 % of issued capital must still be observed to limit dilution.



Rule Number	40.44
Rule Number	10.11
Date	3/05/2010
ASX Code	PNX
Listed Company	PHOENIX COPPER LIMITED
Waiver Number	WLC100159-002
Decision	Based solely on the information provided, ASX Limited ("ASX") grants Phoenix Copper Limited (the "Company") a waiver from listing rules 7.1 and 10.11 to the extent necessary to permit the Company, without obtaining shareholder approval, to issue up to \$15,000 worth of shares to each shareholder, including related parties, who subscribe under a share purchase plan in accordance with ASIC Class Order 09/425 (the "Plan"), on the following conditions.  1. The number of securities to be issued under the Plan is not greater than 30% of the number of fully paid ordinary securities already on issue; and  2. The issue price of the securities will be at least 80% of the average market price for shares for the last 5 days on which sales in the shares is recorded, either before the day on which the issue was announced or before the day on which the issue was made.
Basis For Decision	Underlying Policy Requirement to obtain approval of securityholders to an issue of securities to related parties - directed at preventing related parties obtaining securities on advantageous terms and increasing their holding proportionate to other holdings - only unassociated securityholders' votes are counted - protect securityholders' interests by supplementing the related party provisions of the Corporations Act (and whatever related party provisions apply to foreign entities).  Present Application ASIC Class Order 09/425 contemplates issue of not more than \$15,000 worth of securities under a share purchase plan without a prospectus - all shareholders able to participate on equal terms - exception 8 of listing rule 10.12 intended to permit director participation in share purchase plans - SPP within spirit of exception 8 of listing rule 10.12.



Rule Number	10.11
Date	7/05/2010
ASX Code	TSI
Listed Company	TRANSFIELD SERVICES INFRASTRUCTURE FUND
Waiver Number	WLC100163-004
Decision	ASX Limited ("ASX") grants Transfield Services Infrastructure Fund (the "Fund") a waiver from the following listing rules to the extent necessary to permit the Fund to undertake a capital raising to raise approximately \$100 million by way of an institutional placement (the "Placement") and an accelerated non-renounceable entitlement offer of stapled securities (the "Entitlement Offer"), without security holder approval and according to the timetable submitted to ASX.  1. Listing rules 7.1 and 10.11 to the extent necessary to permit the Fund to conduct the Entitlement Offer without security holder approval, on condition that the Entitlement Offer complies with the following.  1.1. On or before the record date, security holders who are believed by the Fund or the underwriters to the Entitlement Offer to be persons to whom offers of securities may be made without a prospectus or product disclosure statement in accordance with Part 6D.2 and Part 7.9 of the Corporations Act 2001 ("Institutional Securityholder") may be invited by the Fund to subscribe for a number of securities equal to their pro rata allocation of the Entitlement Offer ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.  1.2. Entitlements not taken up by Institutional Securityholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to investors excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") are offered to other Institutional Securityholders (including such investors who are not security holders as at the record date ("Institutional Bookbuild").  1.3. Institutional Securityholders and Foreign Excluded Investors who sell down their holdings before the record date have their pro rata allocations reduced accordingly.  1.4. All security holders, other than security holders who receive an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a under of

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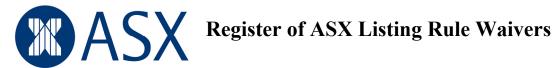
### **Basis For Decision**

**Underlying Policy** 

Requirement to obtain approval of security holders to an issue of securities to related parties - directed at preventing related parties obtaining securities on advantageous terms and increasing their holding proportionate to other holdings - only unassociated security holders' votes are counted - protect security holders' interests by supplementing the related party provisions of the Corporations Act (and whatever related party provisions apply to foreign entities).

**Present Application** 

Accelerated entitlement offer - functionally equivalent to non-renounceable pro rata offer - first round offer to institutional holders - second round offer to retail holders - all offers at the same price -- related parties do not participate beyond pro rata allocations except under disclosed underwriting commitments.



Rule Number	10.11
Date	10/05/2010
ASX Code	TCL
Listed Company	TRANSURBAN GROUP
Waiver Number	WLC100167-004
	immediately following the close of the Retail Rights Offer.  1.6 Securities are offered under the Institutional Rights Offer and Retail Rights Offer at the same price.  1.7 Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting arrangements and the terms of the underwriting are included in the offer documents to be sent to all security holders.

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### **Basis For Decision**

**Underlying Policy** 

Requirement to obtain approval of security holders to an issue of securities to related parties - directed at preventing related parties obtaining securities on advantageous terms and increasing their holding proportionate to other holdings - only unassociated security holders' votes are counted - protect security holders' interests by supplementing the related party provisions of the Corporations Act (and whatever related party provisions apply to foreign entities).

**Present Application** 

Accelerated renounceable entitlement offer - functionally equivalent to renounceable pro rata offer - first round offer to institutions - second round offer to other security holders - all offers at the same price - related parties do not participate beyond pro rata allocations except under disclosed underwriting commitments.



Rule Number	Appendix 6A clause 2
Date	11/05/2010
ASX Code	TRP
Listed Company	TORRENS SERIES 2010-1 TRUST
Waiver Number	WLC100162-003
Decision	ASX grants the Issuer a waiver from Appendix 6A paragraph 2 to the extent necessary to permit the Trust to follow a timetable for interest payments outlined in the Information Memorandum, on condition that on the next business day after an interest payment date the Issuer tells ASX the following.  1. The record date for the next interest period.  2. The payment date for the next interest period.
Basis For Decision	Underlying Policy Entity must comply with Appendix 6A - timetable requirements for interest payments on quoted debt securities, calls, instalments, conversion or expiry of convertible securities and despatch date - maintains informed market - supports integrity of ASX market.  Present Application Entity's securities to pay interest monthly - the record date to be 3 business days prior to date of payment - waiver granted on condition that the entity tells ASX the relevant dates for the next interest period the business day after a payment has been made - maintains informed market.